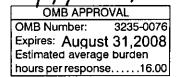
## FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



PURSUANT TO REGULATION D, SECTION 4(6), AND/OR







UNIFORM LIMITED OFFERING EXEMI	riion L
Name of Offering (Check if this is an amendment and name has changed, and indicate change.)	
Limited Liability Company Membership Interests in iBeam Group, LLC	ୁ . ଓଟ୍ର
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	Hillery Co.
A. BASIC IDENTIFICATION DATA	AUG 1.4.2000
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) iBeam Group, LLC	Washington, DC
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
201 Ocean Avenue, #1604-P Santa Monica, CA 90402	(310) 459-4102
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	Ð
market, distribute and sell watches	_5
Type of Business Organization  corporation limited partnership, already formed business trust limited partnership, to be formed limited liabilit	lease specify): PROCESSED ty company AUG 2 1 2008
Month Year  Actual or Estimated Date of Incorporation or Organization: 014 018 Actual Estin  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	nated TION 400% Process

## GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

DE

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## - ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Amalfi Ventures LLC Business or Residence Address (Number and Street, City, State, Zip Code) 201 Ocean Avenue, #1604-P Santa Monica, CA 90402 General and/or Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Hollander, Robert Business or Residence Address (Number and Street, City, State, Zip Code) 201 Ocean Avenue, #1604-P Santa Monica, CA 90402 Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: General and/or Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Beneficial Owner Check Box(es) that Apply: Executive Officer General and/or ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer ☐ Promoter ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

					B. II	NFORMATI	ON ABOU	T OFFERI	NG		<del>.</del> .		
l.	Has the	issuer solo	l, or does th	ne issuer ir	ntend to se	ll. to non-a	ccredited in	nvestors in	this offeri	ing?	•••••	Yes	No <b>X</b>
			,			Appendix,						_	
	What is	the minim	um investn	ent that w	ill be acce	pted from a	ny individ	ual?	•••••			<b>s</b>	
												Yes	No
			permit join									ĸ	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
ull V/A		Last name	first, if indi	ividual)									
		Residence	Address (N	lumber and	l Street Ci	ity State 7	in Code)	<u>.</u>	·····				
us,		iconaciico	71441035 (11	uniber un	i Sireet, Ci	,, 5.4.0, 2	тр Сосо)						
an	ne of Ass	ociated Br	oker or De	aler									
tate	es in Wh	ich Person	Listed Has	s Solicited	or Intends	to Solicit l	Purchasers						
	(Check	"All States	s" or check	individual	States)	***************************************			***************************************	************	•••••••	☐ Al	l States
	AL	[AK]	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC]	ND WA	OH WV	OK]	OR WY	PA PR
	RI	SC	SD	[TN]	TX	UT	VT	VA]	[WA]	(W V)		W_I	[FK]
ull	Name (	Last name	first, if ind	ividual)	•								
us	iness or	Residence	: Address (1	Number an	d Street, C	City, State, 2	Zip Code)				···		
Jarr	ne of Acc	ociated R	oker or De	aler									
tat			Listed Has										
	(Check	"All State:	s" or check	individual	States)		**************				•••••••••••		l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL.	IN	IA	(KS)	KY	LA	ME	MD)	MA	MI	MN	MS	MO
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PR
1111			first, if ind			<u> </u>							
			•	ŕ									
us	iness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
lan	ne of Ass	sociated B	roker or De	aler					<del></del>				
tat	es in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individual	States)					••••		☐ Al	l States
	AL	AK	AZ	AR	CA	CO,	ĈŦ	DE	DC	FL	GA	HI	[ID]
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK N	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	<b>S</b>	\$
	Equity	-	
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	S	S
	Partnership Interests	-	
	Other (Specify LLC Membership Interests		
	Total	1,500,000.00	\$ 1,300,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		<b>*</b>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	11	\$_1,300,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	<b>Z</b>	\$_30,000.00
	Accounting Fees		<b>s</b>
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)		\$
	Total		\$ 30,000.00

	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — C proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		\$
5.	Indicate below the amount of the adjusted gross pro- each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross		
	•		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	[		
	Purchase of real estate			
	Purchase, rental or leasing and installation of macland equipment	hinery [		. 🗆 \$
	Construction or leasing of plant buildings and faci	lities		. 🗆 \$
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	an an an an air air an air		200,000.00
	Renayment of indebtedness	***************************************	յ Տ	. 🗆 \$
	Working capital			<b>☑</b> \$ 1,270,000.0
	Other (specify):			. 🗆 <b>s</b>
			s	_ 🗆 \$
	Column Totals		\$ 0.00	\$ 1,470,000.0
	Total Payments Listed (column totals added)			,470,000.00
252		COLUMBIA CONTROL CONTR		
₹ic	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	undersigned duly authorized person. If this notice this notice is the U.S. Securities and Exchange Commisting to the U.S. Securities and Exchange Commister is the contract of	e is filed under Rission, upon writt	ule 505, the following
lss	uer (Print or Type)	Signature	Date /	<i>i</i> ,
	eam Group, LLC	Stalle-	8/5/	08
Ni	me of Signer (Print or Type)	Title of Signer (Print or Type)	7 /	
Ro	bert Hollander	Member, Amaifi Ventures LLC/Manager		

- ATTENTION -

intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) iBeam Group, LLC	Signature Date 8/5/08
Name (Print or Type)	Title (Print or Type)
Robert Hollander	Member, Amatfi Ventures LLC/Manager

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1					AP	PENDIX				
State   Yes   No	1	Intenc to non-a investor	to sell accredited as in State	Type of security and aggregate offering price offered in state		Type of investor and amount purchased in State				
AK	State	Yes	No		Accredited	Amount	Non-Accredited	Amount	Yes	No
AZ	AL	]								
AR	AK							j		
CA	AZ									
CO	AR									
CT	CA		×	LLC Membership Interests \$1,200,000	10	l				
DE	СО									
DC	СТ									
FL	DE									
GA	DC							-		
HI	FL									
ID	GA		x	LLC Membership Interests \$100,000	1					
IL	ні									
IN	ID									
IA	IL						" "			
KS	IN						,			
KY	IA							-		
LA	KS									
ME	KY									
MD	LA									
MA	ME						-			
MI	MD									
	MA									
MN C	МІ						· · · · · · · · · · · · · · · · · · ·			
	MN									
MS MS	MS						\ <u></u>	<u> </u>	<u> </u>	

		-			ENDIA				
_	Type of security and aggregate to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offered in state (Part C-Item 1)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО			-						
МТ									
NE									
NV							·		
NH									
NJ									
NM									
NY									
NC									
ND									
ОН									
ок					•				
OR									
PA				:					
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
wv									
WI									

APPENDIX

	APPENDIX											
1		2	3 Type of security		4							
	to non-a	to sell accredited is in State s-Item 1)	and aggregate offering price offered in state (Part C-Item 1)		amount pu	f investor and irchased in State C-Item 2)		under State ULG (if yes, attach explanation of waiver granted (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
WY												
PR												

